

RECORDATION NO. 29474 FILED

SEP 20 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 20, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of August 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Five LLC
600 Lexington Ave, 19th Fl
New York, NY 10022

Lessee: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

Section Chief
September 20, 2010
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A description of the railroad equipment covered by the enclosed document is:

43 railcars within the series NORX 6000 - NORX 6043 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

SEP 20 '10 -8 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 11th day of August, 2010, to that certain Master Full Service Railcar Lease dated as of August 11, 2010, between BBRX FIVE LLC, a Delaware limited liability company (the "Lessor") and CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of August 11, 2010 and that certain Schedule No. 01 thereto dated as August 11, 2010 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

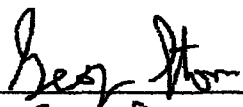
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year set forth below.

BBRX FIVE LLC, as Lessor

By: 
Name: George Aona
Title: Vice President
Date: 8/11/10

CSX TRANSPORTATION, INC., as Lessee

By: 
Name: CHRISTINA MASTROIANNI
Title: MCRLDASING & TREASURY
Date: 20 Aug 2010

STATE OF New York)
) SS.

COUNTY OF New York)

On 8/11, 2010, before me, Indra Bedasie, Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF Florida)

) SS:

COUNTY OF Duval)

On Aug. 20, 2010, before me, Florence J. Miller, Notary Public, personally appeared Ching He Hsiao personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

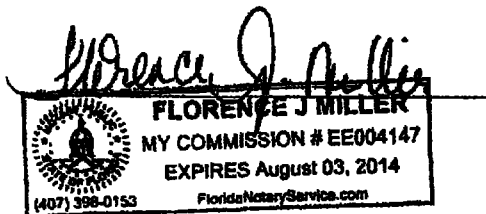


EXHIBIT A

TO MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity/Car Description

Forty-three (43) 4480 CF capacity aluminum BethGon II Coal Porters, 286,000 lbs GRL, AAR Car Type Code J311, built by Johnstown America Corporation in 1999.

Reporting Marks/Numbers

NORX	6000
NORX	6001
NORX	6002
NORX	6003
NORX	6004
NORX	6005
NORX	6006
NORX	6007
NORX	6008
NORX	6009
NORX	6010
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NORX	6012
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NORX	6043

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/20/10



Robert W. Alvord